

Law Offices of  
**Loritz & Associates**

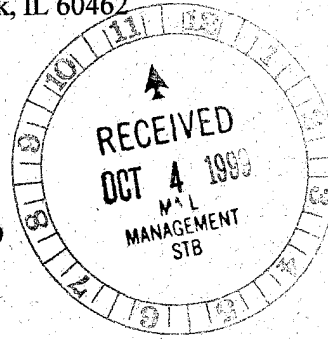
1100 Ravinia Place • Orland Park, IL 60462

Richard F. Loritz  
RECORDATION NO. 22470 FILED

OCT 18 '99

3-00 PM

September 29, 1999



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Of Counsel:  
David Dineff  
Patrick Dwyer  
Thomas Grotta

Office of the Secretary  
Surface Transportation Board - Room 704  
Washington, D.C. 20423-0001

Attention: Janice Fort

RE: Lease of Locomotive Equipment  
National Railway Equipment Co., Lessor  
St. Lawrence & Atlantic Railroad Company, Lessee

Dear Secretary:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a lease of locomotive equipment and is a primary document dated June 7, 1999. The names and addresses of the parties to the documents are as follows:

**Lessor:** National Railway Equipment Co.  
14400 So. Robey  
P.O. Box 2270  
Dixmoor, IL 60426

**Lessee:** St. Lawrence & Atlantic Railroad Company

A description of the equipment covered by the document follows:

<u><b>Unit No.</b></u>	<u><b>Type</b></u>	<u><b>General Description</b></u>
8748	EMD	GP-11 locomotives 2000hp
8749	EMD	GP-11 locomotives 2000hp

Surface Transportation Board  
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Secretary of State  
9/29/99 - Page 2

A fee of \$26.00 is enclosed. Please return the original after recordation to:

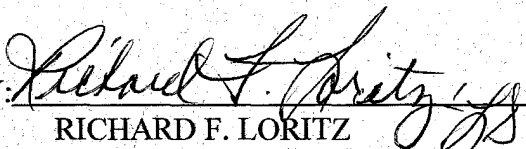
Richard F. Loritz  
1100 Ravinia Place  
Orland Park, IL 60462

A short summary of the document to appear in the index follows:

A lease of locomotive equipment identified as two (2) locomotives, type EMD, GP-11 2,000 hp, with National Railway Equipment Co., as Lessor, and St. Lawrence & Atlantic Railroad Company, as Lessee.

Very truly yours,

NATIONAL RAILWAY EQUIPMENT CO.  
an Illinois Corporation

BY:   
RICHARD F. LORITZ

ITS: Attorney and Agent in Fact

RFL/ld  
Enclosures

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### MEMORANDUM OF LEASE AGREEMENT

7H 8 PCF  
THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 2<sup>nd</sup>, 1999, by and between the National Railway Equipment Co. ("Lessor"), and the St. Lawrence & Atlantic Railroad Company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described as EMD GP-11 Locomotive(s) bearing reporting mark(s): 8748 & 8749.

PCF  
8  
Each locomotive is fully-described in a certain Lease Agreement dated as of June 2<sup>nd</sup>, 1999, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**LESSEE:**

ST. LAWRENCE & ATLANTIC RAILROAD COMPANY

By: 

Name: Scott F. Ziegler

Title: Sr. VP & CFO

**LESSOR:**

NATIONAL RAILWAY EQUIPMENT CO.

By: 

Name:

Patrick Frangella

Title:

Vice President

STATE OF PA )  
 ) SS.  
COUNTY OF York )

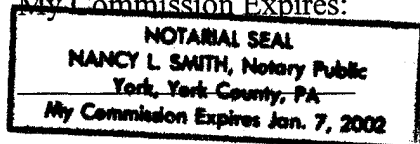
On this 3rd day of June, 1999, before me appeared Scott F Ziegler, the person who signed this instrument who acknowledged that (s)he is the Sr. VP + CFO of St. Lawrence + Atlantic Railroad Co and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Nancy L Smith

Notary Public

[Seal]

My Commission Expires:



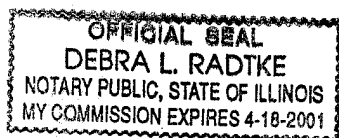
STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF WILL )

On this 2nd day of June, 1999, before me appeared \_\_\_\_\_, the person who signed this instrument who acknowledged that (s)he is an officer of **NATIONAL RAILWAY EQUIPMENT CO.** and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Debra L Radtke

Notary Public

[Seal]



My Commission Expires:

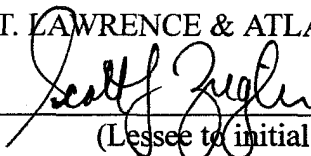
4-18-01

## SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: ST. LAWRENCE & ATLANTIC RAILROAD COMPANY

Approved by:

  
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

300 Ninth Street North  
Silvis, Illinois 61282

Equipment Schedule No.: Locomotive unit numbers 8748 and 8749

Manufacturer and/or Vendor  
Name & Invoice Number

Equipment  
Description

National Railway Equipment Co.

Two EMD GP-11 locomotives 2000 hp